

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W.R. GRACE & CO., et al. ¹)	Case No. 01-01139 (JFK)
)	Jointly Administered
Debtors.)	
)	Objection Date: 5/20/09 by 4:00 p.m.

FORTY-FIRST MONTHLY APPLICATION OF
BEVERIDGE & DIAMOND, P.C.
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM MARCH 1, 2009 THROUGH MARCH 31, 2009

Name of Applicant:	Beveridge & Diamond, P.C.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	May 12, 2005
Period for which Compensation and Reimbursement is Sought:	March 1, 2009 through March 31, 2009
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$8,128.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$46.35

This is a: __XX__ monthly _____ interim _____ final application.

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

PRIOR APPLICATIONS FILED:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
12/05	10/1/05 – 10/31/05	\$13,486.25	\$ 337.02	\$13,486.25	\$ 337.02
2/06	11/1/05 – 11/30/05	\$46,587.50 ²	\$ 57.62	\$46,587.50 ³	\$ 57.62
2/06	12/1/05 – 12/31/05	\$ 5,726.25 ⁴	\$1,308.41	\$ 5,726.25 ⁵	\$1,308.41
3/06	1/1/06 – 1/31/06	\$11,187.50	\$ 173.56	\$11,187.50	\$ 173.56
4/06	2/1/06 – 2/28/06	\$16,106.25	\$ 156.33	\$16,106.25	\$ 156.33
5/06	3/1/06 – 3/31/06	\$11,377.50	\$ 70.33	\$11,377.50	\$ 70.33
6/06	4/1/06 -- 4/30/06	\$13,693.75	\$ 356.81	\$13,693.75	\$ 356.81
8/06	5/1/06 -- 5/31/06	\$28,261.25	\$ 227.37	\$28,261.25	\$ 227.37
9/13/06	6/1/06 -- 6/30/06	\$10,103.75	\$ 285.26	\$10,103.75	\$ 285.26
9/13/06	7/1/06 -- 7/31/06	\$ 4,307.50	\$ 14.21	\$ 4,307.50	\$ 14.21
9/25/06	8/1/06 -- 8/31/06	\$4,812.50	\$ 131.31	\$4,812.50	\$ 131.31
10/30/06	9/1/06 -- 9/30/06	\$16,988.75	\$ 287.83	\$16,988.75	\$ 287.83
12/1/06	10/1/06 -- 10/31/06	\$19,348.25	\$ 210.02	\$19,348.25	\$ 210.02
1/11/07	11/1/06 - 11/30/06	\$34,281.25	\$ 425.47	\$34,281.25	\$ 425.47
3/7/07	12/1/06 - 12/31/06	\$43,924.00	\$ 338.42	\$43,924.00	\$ 338.42
3/7/07	1/1/07 - 1/31/07	\$51,760.00	\$ 211.32	\$51,760.00	\$ 211.32
6/4/07	2/1/07 - 2/28/07	\$36,245.00	\$ 94.79	\$36,245.00	\$ 94.79
6/4/07	3/1/07 - 3/31/07	\$33,840.00	\$ 480.06	\$33,840.00	\$ 480.06
6/18/07	4/1/07-4/30/07	\$35,377.50	\$ 514.32	\$35,377.50	\$ 514.32
6/18/07	5/1/07 - 5/31/07	\$17,681.25	\$ 389.29	\$17,681.25	\$ 389.29
8/23/07	6/1/07 - 6/30/07	\$22,225.00	\$ 133.35	\$22,225.00	\$ 133.35
10/11/07	7/1/07-7/31/07	\$31,450.00	\$ 248.66	\$31,100.00	\$ 248.66
10/11/07	8/1/07 - 8/31/07	\$30,497.50	\$ 567.93	\$29,875.50	\$ 567.93
10/19/07	9/1/07 - 9/30/07	\$18,575.00	\$ 311.53	\$18,575.00	\$ 311.53
1/2/08	10/1/07 – 10/31/07	\$7,217.50	\$ 791.76	\$7,217.50	\$ 791.76
1/2/08	11/1/07-11/30/07	\$5,200.00	\$ 111.41	\$5,200.00	\$ 111.41
4/29/08	12/1/07-12/31/07	\$8,670.00	\$ 142.43	\$8,670.00	\$ 142.43
4/29/08	1/1/08 – 2/28/08	\$19,480.00	\$ 74.16	\$19,480.00	\$ 74.16
5/5/08	3/1/08-3/31/08	\$6,320.00	\$ 81.38	\$6,320.00	\$ 81.38
6/23/08	4/1/08-4/30/08	\$5,358.00	\$ 54.14	\$5,358.00	\$ 54.14
7/21/08	5/1/08-5/31/08	\$32,068.00	\$ 19.86	\$32,068.00	\$ 19.86
9/3/08	6/1/08 – 6/30/08	\$39,793.00	\$ 1,384.81	\$39,793.00	\$ 1,384.81

² The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

³ The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

⁴ The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

⁵ The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
9/15/08	7/1/08-7/31/08	\$89,644	\$273.65	\$89,644	\$273.65
11/14/08	8/1/08-8/31/08	\$50,539.50	\$224.70	\$50,539.50	\$224.70
11/14/08	9/1/08 - 9/30/08	3,905.50	\$986.54	3,905.50	\$986.54
2/6/09	10/1/08 - 10/31/08	1,360.00	\$365.78	Pending	Pending
2/6/09	11/1/08 - 11/30/08	\$920.00	\$524.75	Pending	Pending
3/24/09	12/1/08 - 12/31/08	\$2,702.50	\$11.37	Pending	Pending
3/27/09	1/1/09 - 1/31/09	\$25,585.00	\$1.40	Pending	Pending

B&D PROFESSIONALS⁶

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Cynthia Lewis	Principal; Joined Firm 1978; Member of DC Bar since 1978	\$550.00	0.20	\$110.00
Pamela D. Marks	Principal; Joined Firm 1997; Member of MD Bar since 1986	\$420.00	7.10	\$2,982.00
Jeanine Grachuk	Of Counsel; Joined Firm 2004; Member of MA Bar since 1996	\$365.00	13.40	\$4,891.00
Krista L. Hawley	Associate; Joined Firm 2006; Member of MA Bar since 2005	\$290.00	0.50	\$145.00

Total Fees: \$8,128.00
Total Hours: 21.20
Blended Rate: \$383.00

⁶ These amounts are the sum total from the invoices attached hereto as Exhibit A (FUSRAP), Exhibit B (Bankruptcy Fee Application Preparation), and Exhibit C (Curtis Bay Works).

TASK CODE SUMMARY

Project Category	Total Hours	Total Fees Requested
Litigation and Litigation Consulting	21.20	\$8,128


EXPENSE SUMMARY⁷

Expense Category	Service Provider (if applicable) ⁸	Total Expense
Duplicating		21.60
Postage		2.01
LexisNexis Court Link		22.74

WHEREFORE, Beveridge & Diamond, P.C. respectfully requests that, for the period March 1, 2009 through March 31, 2009, an interim allowance be made to Beveridge & Diamond, P.C. for compensation in the amount of \$8,128.00 and actual and necessary expenses in the amount of \$46.35 for a total allowance of \$8,174.35 and payment of \$6,502.40 (80% of the allowed fees) and reimbursement of \$46.35 (100% of the allowed expenses) be authorized for a total payment of \$6,548.75, and for such other and further relief as this Court may deem just and proper.

Dated: April 21, 2009

BEVERIDGE & DIAMOND, P.C.



Pamela D. Marks
 201 N. Charles Street, Suite 2210
 Baltimore, MD 21201
 Telephone: 410-230-1315
 Facsimile: 410-230-1389
 Counsel for Debtors and Debtors in Possession

⁷ These amounts are the sum total of the disbursements as shown on the invoices attached hereto as Exhibit A (FUSRAP) and Exhibit B (Fee Application Preparation).

⁸ B&D may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

VERIFICATION

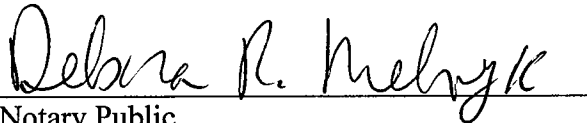
Pamela D. Marks, after being duly sworn according to law, deposes and says:

- a) I am an attorney with the applicant law firm Beveridge & Diamond, P.C..
- b) I am familiar with the legal services rendered by Beveridge & Diamond, P.C. as counsel to the Debtor and am thoroughly familiar with the other work performed on behalf of the Debtor by the lawyers and paraprofessionals of Beveridge & Diamond, P.C.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.



Pamela D. Marks

SWORN AND SUBSCRIBED
before me this 21st day of April, 2009.



Notary Public

My Commission Expires: May 27, 2009

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W.R. GRACE & CO., et al. ¹)	Case No. 01-01139 (JFK)
)	Jointly Administered
Debtors.)	
)	Objection Date:

FEE DETAIL FOR BEVERIDGE & DIAMOND, P.C.'S
MONTHLY FEE APPLICATION FOR THE PERIOD
MARCH 1, 2009 THROUGH MARCH 31, 2009

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

EXHIBIT A

(FUSRAP)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-3850

W. R. Grace & Co. - Conn
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

April 20, 2009
Client/Matter # 01246-011548
Invoice # 128565
Federal ID# 52-1247549

For Legal Services Rendered Through 03/31/09 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311

Curtis Bay FUSRAP Bankruptcy Claim Resolution

03/09/09 P. Marks 0.50 Review emails and status.

Total Hours : 0.50

Total Fees : \$210.00

BEVERIDGE & DIAMOND, P.C.

INVOICE # 128565

April 20, 2009

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Disbursements:

Information Service - VENDOR: LEXISNEXIS COURT 11.37
LINK-Invoice #EA355790 dated 2/1/09 for
database research
Information Service - VENDOR: LEXISNEXIS COURT 11.37
LINK-Invoice #EA359638 dated 3/1/09 for
courtlink product usage

Total Disbursements : \$22.74

Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
P. Marks	0.50	\$420.00	\$210.00

Total Fees : \$210.00

Total Disbursements : \$22.74

TOTAL DUE : \$232.74

EXHIBIT B

(General Regulatory/Compliance Issues)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-3850

W. R. Grace & Co. - Conn
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

April 20, 2009
Client/Matter # 01246-012100
Invoice # 128566
Federal ID# 52-1247549

For Legal Services Rendered Through 03/31/09 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311

General Regulatory/Compliance Issues

03/25/09	C. Lewis	0.20	Telephone conference with L. Duff and internal correspondence re possible request to EPA for approval of inert pesticide ingredient.
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Total Hours : 0.20

Total Fees : \$110.00

BEVERIDGE & DIAMOND, P.C.

INVOICE # 128566

April 20, 2009

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Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
C. Lewis	0.20	\$550.00	\$110.00
Total Fees :			\$110.00
TOTAL DUE :			\$110.00

EXHIBIT C

(Russell Field)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-3850

W. R. Grace & Co.
Attn: Lydia Duff, Esq.
Division Counsel
7500 Grace Drive
Columbia, MD 21044

April 20, 2009
Client/Matter # 01246-014015
Invoice # 128568
Federal ID# 52-1247549

For Legal Services Rendered Through 03/31/09 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311

Russell Field

03/25/09	P. Marks	2.30	Kick-off telephone conference with L. Duff and J. Grachuk.
03/25/09	P. Marks	0.90	Brief pre-and-post preparation and strategy discussions with J. Grachuk, and review selected background documents.
03/25/09	J. Grachuk	2.50	Telephone conference with L. Duff and P. Marks regarding key issues relating to negotiations with City of Cambridge.
03/26/09	J. Grachuk	0.70	Conference with M. Johns regarding site history.
03/26/09	J. Grachuk	1.20	Document review at Cambridge facility.
03/27/09	J. Grachuk	1.10	Begin to research ability to recover costs for compliance with local ordinance under Chapter 21E.
03/30/09	P. Marks	1.00	Review preliminary document binder.

BEVERIDGE & DIAMOND, P.C.

INVOICE # 128568

April 20, 2009

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03/30/09	P. Marks	1.30	Telephone conference with J. Grachuk re tasks; telephone conference with L. Duff, M. Johns, W. Stimpson, and J. Grachuk re background and next steps.
03/30/09	J. Grachuk	2.00	Review key documents provided by L. Duff on history of communications from City relating to site and related issues.
03/30/09	J. Grachuk	1.30	Participate in telephone conference with L. Duff, M. Johns, W. Stimpson and P. Marks regarding questions on environmental conditions and liability arguments and next steps.
03/31/09	P. Marks	0.30	Telephone conference with L. Duff re tasks; follow-up conference with J. Grachuk re same.
03/31/09	J. Grachuk	0.10	Telephone conference with P. Marks re tasks.
03/31/09	J. Grachuk	4.10	Analyze City claims and City environmental reports to develop analysis of all potentially responsible parties' liability for site.
03/31/09	J. Grachuk	0.40	Conference with K. Hawley regarding legal research questions.
03/31/09	K. Hawley	0.50	Meeting with J. Grachuk regarding Cambridge claim and legal research questions regarding statutes of limitations pre-judgment interest and recovery costs; evaluate same.

Total Hours : 19.70

Total Fees : \$7,472.00

BEVERIDGE & DIAMOND, P.C.

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April 20, 2009

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Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
P. Marks	5.80	\$420.00	\$2,436.00
J. Grachuk	13.40	\$365.00	\$4,891.00
K. Hawley	0.50	\$290.00	\$145.00

Total Fees : \$7,472.00

TOTAL DUE : \$7,472.00

EXHIBIT D

(Bankruptcy Fee Application)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-3850

W. R. Grace & Co. - Conn
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

April 20, 2009
Client/Matter # 01246-012629
Invoice # 128567
Federal ID# 52-1247549

For Legal Services Rendered Through 03/31/09 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311

Bankruptcy Fee Application

03/17/09	P. Marks	0.50	Address billing and fee applications issues.
03/27/09	P. Marks	0.30	Address fee applications.

Total Hours : 0.80

Total Fees : \$336.00

BEVERIDGE & DIAMOND, P.C.

INVOICE # 128567

April 20, 2009

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Disbursements:

Postage	2.01
Duplicating	21.60

Total Disbursements :	\$23.61
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Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
P. Marks	0.80	\$420.00	\$336.00

Total Fees :	\$336.00
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Total Disbursements :	\$23.61
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TOTAL DUE :	\$359.61
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